

2-160A031

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

916 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
JAMES C. MARTIN, JR.*

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

OF COUNSEL
URBAN A. LESTER

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

May 28, 1992

RECORDATION NO. 93832

JUN 8 1992 12:45 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) copies of a Sale, Assignment and Assumption Agreement dated as of April 30, 1992, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement dated as of May 1, 1978, which was filed and recorded on May 17, 1978 under Recordation Number 9383.

The names and addresses of the parties to the enclosed document are:

Seller/Assignor: Chrysler Capital Corporation
225 High Ridge Road
Stamford, Connecticut 06905

Purchaser/Assignee: Chrysler Rail Transportation Corporation
225 High Ridge Road
Stamford, Connecticut 06905

A description of the railroad equipment covered by the enclosed document as pertinent here is:

Seventeen (17) ballast cars marked and numbered CR 53501 through CR 53517, both inclusive.

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two (2) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 916 Sixteenth Street, NW, Washington, DC 20006.

Alvord
Charles T. Kappler

Mr. Sidney L. Strickland, Jr.
May 28, 1992
Page Two

A short summary of the enclosed document to appear in the
Commission's Index is:

Sale, Assignment and Assumption Agreement dated as of April
30, 1992 between Chrysler Capital Corporation, as
seller/assignor, and Chrysler Rail Transportation
Corporation, as purchaser/assignee covering 17 ballast cars,
CR 53501 - CR 53517.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

RECORDED 9383-A
JUN 8 1992 - 12 45 PM
INTERSTATE COMMERCE COMMISSION

SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of April 30, 1992 (the "Agreement") between Chrysler Capital Corporation, as seller/assignor ("CCAP") and Chrysler Rail Transportation Corporation ("CRTC"), as purchaser/assignee,

W I T N E S S E T H:

WHEREAS, CCAP, as lessor, entered into various Leases as described in Exhibit A hereto (collectively, the "Leases") with respect to certain equipment (the "Equipment") described in the Leases and listed on the Exhibit B hereto;

WHEREAS, CCAP agrees to sell, transfer and assign all of its right, title and interest in and to the Equipment, the Leases and all of the respective operative documents to CRTC;

WHEREAS, CRTC agrees to purchase the Equipment, to be bound by all of the terms and conditions of the Leases, and assumes and confirms all of the obligations of CCAP under the respective operative documents;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged by CCAP and CRTC, CCAP hereby sells, transfers and assigns, without recourse, indemnity or liability, all of its right, title and interest in and to the Equipment (on an "as is, where is" basis), any vendor or manufacturer warranties, the Leases and the respective operative documents to CRTC, and CRTC hereby agrees to be bound by all of the terms and conditions of the Leases, assumes and confirms all of the obligations of CCAP under the respective operative documents, agrees to be a party to the relevant operative documents and represents and warrants that it is a finance company with a net worth of at least \$25,000,000.

IN WITNESS WHEREOF, CCAP and CRTC have authorized the following officers to execute and deliver this instrument.

CHRYSLER CAPITAL CORPORATION

By: [Signature]

Title: Vice President

CHRYSLER RAIL TRANSPORTATION CORPORATION

By: [Signature]

Title: Vice President

EXHIBIT A
(CCAP)

1. Contract Number: 101-5000088-901
Lease Agreement dated April 12, 1979, between Chrysler Capital Corporation, as successor Lessor, and American Cyanamid Company, Lessee.
2. Contract Number: 101-5000014-503
Equipment Lease Agreement dated May 1, 1978 between Chrysler Capital Corporation, as successor Lessor, and Consolidated Rail Corporation, as Lessee.
3. Contract Number: 101-5000090-901
Lease of Railroad Equipment dated April 3, 1979, between State Street Bank, as successor Trustee and Lessor, and Interpool, Ltd., as Lessee.
4. Contract Number: 101-5000089-901
Equipment Lease dated May, 1, 1977, between First National Bank and Trust Company of Evanston, as Trustee and Lessor, and Norfolk Western Railroad, as successor Lessee.

.DATE

16:17:18 RID 268B 10 APR 92 ED

CCAP

CUSTOMER: CONRAIL

CONTRACT NUMBER: 101-5000014-503

QUANTITY: 17

CAR DESCRIPTION: BALLAST CAR

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CR	053501	CR	053502	CR	053503	CR	053504	CR	053505	CR	053506
CR	053507	CR	053508	CR	053509	CR	053510	CR	053511	CR	053512
CR	053513	CR	053514	CR	053515	CR	053516	CR	053517		

..... END REPORT

.DATE 13 APR 92 16:49:18 RID 293B 13 APR 92 ED
.CUSTOMER: ATCHISON TOPEKA & SANTA FE
CONTRACT NUMBER: 101-5000106-512
QUANTITY: 181
CAR DESCRIPTION: AUTO RAMP BT LEVEL

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ATSF 004582 ATSF 004583 ATSF 004584 ATSF 004586 ATSF 004587 ATSF 004588
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ATSF 004780

..... END REPORT

.DATE 13 APR 92 16:48:40 RID 294B 13 APR 92 ED

CUSTOMER: ATCHISON TOPEKA & SANTA FE

CONTRACT NUMBER: 101-5000106-513

QUANTITY: 45

CAR DESCRIPTION: AUTO AATCH SF LEVEL

*MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .

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ATSF 007025 ATSF 007026 ATSF 007027 ATSF 007028 ATSF 007029 ATSF 007030

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ATSF 007056 ATSF 007057 ATSF 007058 ATSF 007059 ATSF 007060 ATSF 007062

ATSF 007063 ATSF 007064 ATSF 007065 ATSF 007066 ATSF 007067 ATSF 007068

ATSF 007069 ATSF 007070 ATSF 007071

..... END REPORT

CUSTOMER: ATCHISON, TOPEKA & SANTA FE
CONTRACT NUMBER: 101-5000106514
QUANTITY: 50
CASE DESCRIPTION: AUTO BATH TUB, 1/2" JEWEL

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*MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .
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  ATSF 004833 ATSF 004834
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.DATE 16:21:06 RID 269B 10 APR 92 ED

CUSTOMER: AMERICAN CYANAMID

CONTRACT NUMBER: 101-5000088-901

QUANTITY: 175

CAR DESCRIPTION: COVERED HOPPER 4750 CU FT

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MBFX 004924
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..... END REPORT

.DATE 10 APR 92 16:21:59 REPORT GENERATION ED

CUSTOMER: NORFOLK SOUTHERN

CONTRACT NUMBER: 101-5000089-901

QUANTITY: 4

CAR DESCRIPTION: R- 38-2 DIESEL ELECTRIC LOCOMOTIVE

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NW 004160 NW 004161 NW 004162 NW 004163 V014 V015
..... END REPORT

ATE 16:27:01 RID 274B 10 APR 92 ED

CUSTOMER: INTERPOOL, LTD
 CONTRACT NUMBER: 101-5000090-901
 QUANTITY: 197
 AIR DESCRIPTION: BLY JAR 10-92

ARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT
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LC	001212	SLC	001213	SLC	001214	SLC	001215	SLC	001216	SLC	001217
LC	001218	SLC	001219	SLC	001220	SLC	001221	SLC	001222	SLC	001223
LC	001224	SLC	001225	SLC	001227	SLC	001228	SLC	001229	SLC	001230
LC	001231	SLC	001232	SLC	001233	SLC	001234	SLC	001235	SLC	001236
LC	001237	SLC	001238	SLC	001239	SLC	001240	SLC	001241	SLC	001242
LC	001243	SLC	001244	SLC	001245	SLC	001246	SLC	001247	SLC	001248
LC	001249	SLC	001250	SLC	001251	SLC	001252	SLC	001253	SLC	001254
LC	001255	SLC	001256	SLC	001257	SLC	001258	SLC	001259	SLC	001260
LC	001261	SLC	001262	SLC	001263	SLC	001264	SLC	001265	SLC	001266
LC	001267	SLC	001268	SLC	001269	SLC	001270	SLC	001271	SLC	001272
LC	001273	SLC	001274	SLC	001275	SLC	001276	SLC	001277	SLC	001278
LC	001279	SLC	001280	SLC	001281	SLC	001282	SLC	001283	SLC	001284
LC	001285	SLC	001286	SLC	001287	SLC	001288	SLC	001289	SLC	001290
LC	001291	SLC	001292	SLC	001293	SLC	001294	SLC	001295	SLC	001296
LC	001297	SLC	001298	SLC	001299	SLC	001300	SLC	001301	SLC	001302
LC	001303	SLC	001304	SLC	001305	SLC	001306	SLC	001307	SLC	001308
LC	001309	SLC	001310	SLC	001311	SLC	001312	SLC	001313	SLC	001314
LC	552000	SLC	552001	SLC	552002	SLC	552003	SLC	552004	SLC	552005
LC	552006	SLC	552007	SLC	552008	SLC	552009	SLC	552010	SLC	552011
LC	552012	SLC	552013	SLC	552014	SLC	552015	SLC	552016	SLC	552017
LC	552018	SLC	552019	SLC	552020	SLC	552021	SLC	552022	SLC	552023
LC	552024	SLC	552025	SLC	552026	SLC	552027	SLC	552028	SLC	552029
LC	552030	SLC	552031	SLC	552032	SLC	552033	SLC	552034	SLC	552035
LC	552036	SLC	552038	SLC	552039	SLC	552040	SLC	552041	SLC	552042
LC	552043	SLC	552044	SLC	552045	SLC	552046	SLC	552047	SLC	552049
LC	552050	SLC	552051	SLC	552052	SLC	552053	SLC	552055	SLC	552056
LC	552057	SLC	552058	SLC	552059	SLC	552061	SLC	552063	SLC	552064
LC	552065	SLC	552066	SLC	552067	SLC	552068	SLC	552069	SLC	552071
LC	552072	SLC	552073	SLC	552074	SLC	552075	SLC	552076	SLC	552078
LC	552079	SLC	552080	SLC	552081	SLC	552082	SLC	552083	SLC	552084
LC	552085	SLC	552086	SLC	552087	SLC	552088	SLC	552089		

..... END REPORT

STATE OF CONNECTICUT)
) SS:
COUNTY OF FAIRFIELD)

On this 30th day of April, 1992, before me personally appeared John W. James, to me personally known, who, being by me duly sworn, acknowledged before me that he is the Vice President of Chrysler Rail Transportation Corporation, and that the foregoing Sale, Assignment and Assumption Agreement was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged before me that the execution of the foregoing Sale, Assignment and Assumption Agreement was the free act and deed of said corporation.

Paula H. Balsam
Notary Public

[Notarial Seal]

My commission expires: *March 31, 1995*

STATE OF CONNECTICUT)
) SS:
COUNTY OF FAIRFIELD)

On this 30th day of April, 1992, before me personally appeared Richard G. Neptune, to me personally known, who, being by me duly sworn, acknowledged before me that he is the Vice President of Chrysler Capital Corporation, and that the foregoing Sale, Assignment and Assumption Agreement was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged before me that the execution of the foregoing Sale, Assignment and Assumption Agreement was the free act and deed of said corporation.

Paula H. Balsam
Notary Public

[Notarial Seal]

My commission expires: *March 31, 1995*